

Post-Consummation Ownership Structure

Gray Television, Inc. is the parent corporation and sole owner of:

Gray MidAmerica Television, Inc., which is the sole owner of:

Gray Television Group, Inc. (f/k/a Gray MidAmerica TV, Inc.),
which is the sole owner of:

Gray Television Licensee, Inc. (f/k/a WEAU License Corp.), which holds the FCC licenses for the following stations:

WKYT-TV, Lexington, Kentucky (FCC Facility ID No. 24914)
WYMT-TV, Hazard, Kentucky (FCC Facility ID No. 24915)
WJHG-TV, Panama City, Florida (FCC Facility ID No. 73136)
WRDW-TV, Augusta, Georgia (FCC Facility ID No. 73937)
WCTV(TV), Thomasville, Georgia (FCC Facility ID No. 31590)
WVLT-TV, Knoxville, Tennessee (FCC Facility ID No. 35908)
WITN-TV, Washington, North Carolina (FCC Facility ID No. 594)
KOLN(TV), Lincoln, Nebraska (FCC Facility ID No. 7890)
KGIN(TV), Grand Island, Nebraska (FCC Facility ID No. 7894)
WEAU-TV, Eau Claire, Wisconsin (FCC Facility ID No. 7893)
KXII(TV), Sherman, Texas (FCC Facility ID No. 35954)
KWTX-TV, Waco, Texas (FCC Facility ID No. 35903)
KBTX-TV, Bryan, Texas (FCC Facility ID No. 6669)
KOLO-TV, Reno, Nevada (FCC Facility ID No. 63331)
KAKE-TV, Wichita, Kansas (FCC Facility ID No. 65522)
KUPK-TV, Garden City, Kansas (FCC Facility ID No. 65535)
KLBY(TV), Colby, Kansas (FCC Facility ID No. 65523)
KKTV(TV), Colorado Springs, Colorado (FCC Facility ID No. 35037)
WBKO(TV), Bowling Green, Kentucky (FCC Facility ID No. 4692)
WHSV-TV, Harrisonburg, Virginia (FCC Facility ID No. 4688)
WIBW-TV, Topeka, Kansas (FCC Facility ID No. 63160)
WIFR(TV), Freeport, Illinois (FCC Facility ID No. 4689)
WILX-TV, Onandaga, Michigan (FCC Facility ID No. 6863)
WMTV(TV), Madison, Wisconsin (FCC Facility ID No. 6870)
WOWT-TV, Omaha, Nebraska (FCC Facility ID No. 65528)
WSAW-TV, Wausau, Wisconsin (FCC Facility ID No. 6867)
WTAP-TV, Parkersburg, West Virginia (FCC Facility ID No. 4685)
WTOK-TV, Meridian, Mississippi (FCC Facility ID No. 4686)
WTVY(TV), Dothan, Alabama (FCC Facility ID No. 4152)
WCAV(TV), Charlottesville, VA (FCC Facility ID No. 363)

The following individuals are shareholders, officers and/or directors of the corporations listed above.

J. Mack Robinson has the following attributable interests:
3500 Tuxedo Road, N.W., Atlanta, GA 30305

Male, Not Hispanic or Latino, White

US

Director, Chairman and CEO, **Gray Television, Inc.**

Director, Chairman of the Board and President, **Gray MidAmerica Television, Inc.**

Director, Chairman of the Board, **Gray Television Group, Inc.**

Director, Chairman of the Board and President, **Gray Television Licensee, Inc.**

J. Mack Robinson's attributable interests through stock as of **August 31, 2004** are as follows:

1. J. Mack Robinson directly owns 403,775 shares of Class A Common Stock and 116,471 shares of Common Stock of Gray, or 4.07% of the outstanding votes.¹
2. Mr. Robinson's attributable interest includes 578,940 shares of Class A Common Stock and 79,500 shares of Common Stock of Gray owned by his wife, Harriet Robinson; it also includes 1,062,380 shares of Class A Common Stock and 43,750 shares of Common Stock that Harriet Robinson holds as trustee for her daughters Jill E. Robinson and Robin M. Robinson-Howell. The combined total represents 16.22% of the company's outstanding votes.²
4. Mr. Robinson controls companies that collectively own 595,805 shares of Class A Common Stock and 173,000 shares of Common Stock of Gray stock, or 6.01% of the outstanding votes (individually no company owns an attributable interest).

Based on his direct ownership of Gray stock, his family's interest and his interest in entities owning Gray stock, Mr. Robinson has a total attributable interest in Gray of 26.30% (4.07% + 16.22% + 6.01% = 26.30%).

Robert S. Prather, Jr. has the following attributable interests:

1843 West Wesley Road, N.E., Atlanta, GA 30327

Male, Not Hispanic or Latino, White

US

Director, President and Chief Operating Officer, **Gray Television, Inc.**

Director, Vice President, **Gray MidAmerica Television, Inc.**

Director, President, **Gray Television Group, Inc.**

Jackson S. Cowart, IV, has the following attributable interests:

247 Danbury Lane, Albany, GA 31707

Male, Not Hispanic or Latino, White

¹ Gray has 5,830,820 shares of Class A Common Stock, with ten votes each, and 43,808,388 shares of Common Stock, with one vote each, outstanding as of **August 31, 2004**. Thus, the numerator and denominator used to compute the above percentages is 4,154,221 and 101,952,294, respectively.

² It is not represented that Mrs. Robinson's media interests are independently held and not subject to common influence or control. *See In re Clarification of Commission Policies Regarding Spousal Attribution, Policy Statement*, 7 FCC Rcd 1920, para. 1 (finding that "spouses' media interests will not be attributed where the spouses' disclosures confirm that such media interests are independently held and are not subject to common influence or control")

US

Chief Accounting Officer and Assistant Secretary, **Gray Television, Inc.**

Chief Accounting Officer and Assistant Secretary, **Gray MidAmerica Television, Inc.**

Chief Accounting Officer and Assistant Secretary, **Gray Television Group, Inc.**

Vance F. Luke has the following attributable interests:

10993 Luna Pt. Road, Tallahassee, FL 32312

Male, Not Hispanic or Latino, White

US

Controller and Assistant Secretary, **Gray Television, Inc.**

Controller and Assistant Secretary, **Gray MidAmerica Television, Inc.**

Controller and Assistant Secretary, **Gray Television Group, Inc.**

Robert A. Beizer has the following attributable interests:

5406 Goldsboro Road, Bethesda, MD 20817

Male, Not Hispanic or Latino, White

US

Vice President-Law and Development and Secretary, **Gray Television, Inc.**

Secretary, **Gray MidAmerica Television, Inc.**

Senior Vice-President and Secretary, **Gray Television Group, Inc.**

Director and Secretary, **Gray Television Licensee, Inc.**

James C. Ryan has the following attributable interests:

1820 Brookhaven Circle, NE, Atlanta, GA 30319

Male, Not Hispanic or Latino, White

US

Senior Vice President, and Chief Financial Officer, **Gray Television, Inc.**

Treasurer, **Gray MidAmerica Television, Inc.**

Senior Vice-President, Assistant Secretary and Treasurer, **Gray Television Group, Inc.**

Treasurer, **Gray Television Licensee, Inc.**

Martha E. Gilbert has the following attributable interests:

3157 Palmyra Road, Albany, GA 31707

Female, Not Hispanic or Latino, White

US

Assistant Vice President - Benefits, **Gray Television, Inc.**

Assistant Vice President – Human Resources, **Gray MidAmerica Television, Inc.**

Vice President – Human Resources, **Gray Television Group, Inc.**

Wayne M. Martin has the following attributable interests:

Waterwork Road, Winchester, KY 40509

Male, Not Hispanic or Latino, White

US

Regional Vice President - Television, **Gray Television, Inc.**

Senior Vice President, **Gray Television Group, Inc.**

Richard D. Adams has the following attributable interests:

1805 Trinity Drive, Waco, TX 76710

Male, Not Hispanic or Latino, White

US

Regional Vice President - Texas, **Gray Television, Inc.**Senior Vice President, **Gray Television Group, Inc.****Frank Jonas** has the following attributable interests:3720 S. 40th Street, Lincoln, NE 68506

Male, Not Hispanic or Latino, White

US

Regional Vice President - Midwest, **Gray Television, Inc.**Senior Vice President, **Gray Television Group****Thomas Stultz** has the following attributable interests:

3225 Sugarloaf Club Drive, Duluth, GA 30097

Male, Not Hispanic or Latino, White

US

Vice President, President- Publishing Division, **Gray Television, Inc.****Patrick Dalbey** has the following attributable interests:Regional Vice President - Television, **Gray Television, Inc.**Senior Vice President, **Gray Television Group, Inc.****Tracey Jones** has the following attributable interests:Regional Vice President - Television, **Gray Television, Inc.**Senior Vice President, **Gray Television Group, Inc.****Robert Smith** has the following attributable interests:Regional Vice President - Television, **Gray Television, Inc.**Senior Vice President, **Gray Television Group, Inc.****William E. Mayher, III** has the following attributable interests:

2520 E. Doublegate Drive, Albany, GA 31707

Male, Not Hispanic or Latino, White

US

Director and Chairman of the Board, **Gray Television, Inc.**Director, **Gray MidAmerica Television, Inc.****Hilton W. Howell, Jr.** has the following attributable interests:

4370 Peachtree Road, NE, Atlanta, GA 30319

Male, Not Hispanic or Latino, White

US

Director and Vice Chairman, **Gray Television, Inc.**Director, **Gray MidAmerica Television, Inc.****Kristene W. Eppes** has the following attributable interests:

2215B Renaissance Drive, Las Vegas, NV 89119
Female, Not Hispanic or Latino, White
US
Director, Assistant Secretary, **Gray Television Licensee, Inc.**

Thomas J. Friel has the following attributable interests:
2215B Renaissance Drive, Las Vegas, NV 89119
Male
US
Assistant Treasurer, **Gray Television Licensee, Inc.**

Ray Deaver has the following attributable interests:
3420 North Ridge Drive, Waco, TX 77610
Male, Not Hispanic or Latino, White
US
Director, **Gray Television, Inc.**
Director, **Gray MidAmerica Television, Inc.**

Hugh Norton has the following attributable interests:
830 Gulf Shore Drive Unit 5121, Destin, FL 32541
Male, Not Hispanic or Latino, White
US
Director, **Gray Television, Inc.**
Director, **Gray MidAmerica Television, Inc.**

Howell W. Newton has the following attributable interests:
219 Brooklyn Avenue, Forsyth, GA 31029
Male, Not Hispanic or Latino, White
US
Director, **Gray Television, Inc.**
Director, **Gray MidAmerica Television, Inc.**

Richard L. Boger has the following attributable interests:
303 Townsend Place NW, Atlanta, GA 30319
Male, Not Hispanic or Latino, White
US
Director, **Gray Television, Inc.**
Director, **Gray MidAmerica Television, Inc.**

Harriett J. Robinson has the following attributable interests:
3500 Tuxedo Drive, NW, Atlanta, GA 30305
Female, Not Hispanic or Latino, White
US
Director, **Gray Television, Inc.**
Director, **Gray MidAmerica Television, Inc.**

T.L. Gene Elder has the following attributable interests:
5087 Pine Bark Circle, Dunwoody, GA 30338
Director, **Gray Television, Inc.**

Robert Chomat has the following attributable interests:
Vice President – Paging Division, **Gray Television Group, Inc.**

Morris Verlander has the following attributable interests:
Vice President – Gulf Link Division, **Gray Television Group, Inc.**

Charles Hogetvedt has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

Rick McCue has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

Mike De Lier has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

Greg Graber has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

Mike King has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

Alan Lancaster has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

Roger Sheppard has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

Ray J. Chumley has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

Terry Cole has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

Charlie Peterson has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

Tracy Flores Connors has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

John L. Ray has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

Ernestine Cornett has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

Nick Waller has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

Michael Weeks has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

Lisa Guill has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

Matt James has the following attributable interests:
Vice President, **Gray Television Group, Inc.**

Richard Dean has the following attributable interests:
Vice President, **Gray Television Group, Inc.**